

RECORDATION NO. 23682 FILED

SEP 27 '01 4-10 PM

TC  
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
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WASHINGTON, D.C.  
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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

September 27, 2001

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Re: CIT Rail Trust 2001-F

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Equipment Lease Agreement, dated September 28, 2001, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Wells Fargo Bank Northwest, N.A.  
79 South Main Street  
Salt Lake City, Utah 84111

Lessee: The CIT Group/Equipment Financing, Inc.  
1211 Avenue of the Americas  
New York, NY 10036

23682 + 4:16

Mr. Vernon A. Williams  
September 27, 2001  
Page Two

A description of the railroad equipment covered by the enclosed document is:

550 railcars within the series:

NS 165000 - NS 165449  
NS 623900 - NS 623999

A short summary of the document to appear in the index follows:

Memorandum of Equipment Lease Agreement

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

MEMORANDUM OF EQUIPMENT LEASE AGREEMENT  
(CIT Rail Trust 2001-1F)

This Memorandum of Equipment Lease Agreement (CIT Rail Trust 2001-1F) (this "Memorandum"), dated September 28, 2001, is by and between Wells Fargo Bank Northwest, N.A., a national banking association not in its individual capacity except as expressly provided herein but solely as Owner Trustee, as lessor (the "Lessor"), and The CIT Group/Equipment Financing, Inc., a Delaware corporation, as lessee (the "Lessee").

WITNESSETH:

The Lessor and the Lessee have entered into that certain Equipment Lease Agreement (CIT Rail Trust 2001-1F) (the "Lease"), dated as of September 28, 2001, whereby the Lessor has agreed to lease to the Lessee, and the Lessee has agreed to lease from the Lessor, certain railroad cars and locomotives bearing the reporting marks and road numbers described in the Memorandum of Lease Supplement 1F (CIT Rail Trust 2001-1F), dated September 28, 2001, which is being filed with the Surface Transportation Board concurrently herewith (a copy of which is attached hereto).

Capitalized terms used herein and not otherwise defined shall have the meanings assigned thereto in Appendix A to the Lease on file with Wells Fargo Bank Northwest, N.A., or its successor owner trustee.

\* \* \*

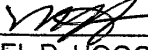
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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers authorized on the date and year first above written.

WELLS FARGO BANK NORTHWEST, N.A.,  
not in its individual capacity except as expressly  
provided herein but solely as Owner Trustee, as  
Lessor

By:   
Name: MICHAEL D. HOGGAN  
Title: ASSISTANT VICE PRESIDENT

THE CIT GROUP/EQUIPMENT FINANCING, INC.,  
as Lessee

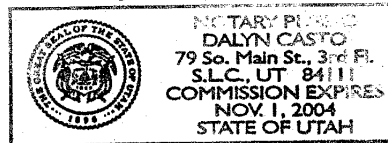
By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

STATE OF UTAH )  
 ) SS.:  
COUNTY OF SALT LAKE )

On this 21st day of September, 2001 before me personally appeared Michael D. Hoggan to me personally known, who being duly sworn, says that he/she is the Asst. V.P. of Wells Fargo Bank Northwest, N.A., not in its individual capacity except as expressly provided herein but solely as Owner Trustee, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Dalyn Casto  
Notary Public

My commission expires: \_\_\_\_\_



STATE OF )  
 ) SS.:  
COUNTY OF )

On this \_\_\_\_ day of \_\_\_\_\_, 2001 before me personally appeared \_\_\_\_\_, to me personally known, who being duly sworn, says that he/she is the \_\_\_\_\_ of Allfirst Bank, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

My commission expires: \_\_\_\_\_

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers authorized on the date and year first above written.

WELLS FARGO BANK NORTHWEST, N.A.,  
not in its individual capacity except as expressly  
provided herein but solely as Owner Trustee, as  
Lessor

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

THE CIT GROUP/EQUIPMENT FINANCING, INC.,  
as Lessee

By:  \_\_\_\_\_  
Name: George Cashman  
Title: Senior Vice President

STATE OF UTAH )  
 ) SS.:  
COUNTY OF SALT LAKE )

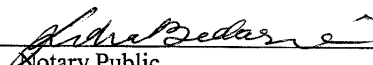
On this \_\_\_\_ day of \_\_\_\_\_, 2001 before me personally appeared \_\_\_\_\_, to me personally known, who being duly sworn, says that he/she is the \_\_\_\_\_ of Wells Fargo Bank Northwest, N.A., not in its individual capacity except as expressly provided herein but solely as Owner Trustee, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

My commission expires: \_\_\_\_\_

STATE OF NEW YORK )  
 ) SS.:  
COUNTY OF NEW YORK )

On this 24th day of September, 2001 before me personally appeared George Cashman, to me personally known, who being duly sworn, says that he/~~she~~ is the SVP of The CIT Group/Equipment Financing, Inc., that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/~~she~~ acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

My commission expires: \_\_\_\_\_

INDRA-BEDASIE  
Notary Public, State of New York  
No. 01BE6014602  
Qualified in Queens County  
Certificate filed in New York County  
Commission Expires Oct. 19, 2002

**Equipment Group 6**

<b>Car Type</b>	<b>Description</b>	<b>Number of Cars</b>	<b>Car Mark</b>	<b>Car Number</b>
E241	Covered Coil Steel Gondolas	550	NS	165000
			NS	165001
			NS	165002
			NS	165003
			NS	165004
			NS	165005
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			NS	165007
			NS	165008
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